CITY OF MIRAMAR
MIRAMAR, FLORIDA

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY COMMISSION OF THE CITY OF MIRAMAR, FLORIDA, APPROVING AN AMENDMENT TO CHAPTER 11 "BUSINESS TAXES, PERMITS AND BUSINESS REGULATIONS", ARTICLE I "IN GENERAL", DIVISION 1 "CITY OF MIRAMAR BUSINESS INCLUSION ACT OF 2021" TO STRIKE-OUT AND DELETE THE DIVISION, AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Division 1, "City of Miramar Business Inclusion Act of 2021" of the City Code, must be stricken to maintain compliance with the provisions of Florida Senate Bill 1134; and

WHEREAS, the City Manager recommends that the City Commission approve the amendment to Division 1, "City of Miramar Business Inclusion Act of 2021" of the City Code; and

WHEREAS, the City Commission deems it to be in the best interest of the citizens and residents of the City of Miramar to amend Division 1, "City of Miramar Business Inclusion Act of 2021" of the City Code.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF MIRAMAR, FLORIDA AS FOLLOWS:

Section 1: That the foregoing "**WHEREAS**" clauses are ratified and confirmed as being true and correct and are made a specific part of this Ordinance.

Section 2: That the City Commission approves the amendment to Division 1, “City of Miramar Business Inclusion Act of 2021” of the City Code and is amended to read as follows[1]:

~~*DIVISION 1. CITY OF MIRAMAR BUSINESS INCLUSION ACT OF 2021*~~

~~Sec. 11-1. Business Industry Development ("BID") Act.~~

~~This division will be known and may be cited as the "City of Miramar Business Inclusion Act of 2021 (the "Act")."~~

~~(a) *Declaration of policy statement.*~~

~~(1) It is the policy of the City of Miramar Commission, hereinafter referred to as "the City," to:~~

~~a. provide small, minority and disadvantaged businesses the opportunity to participate in all aspects of City contracting and purchasing programs, including but not limited to, participation in procurement contracts for materials, services, construction;~~

~~b. prohibit discrimination against any person or business in pursuit of these opportunities on the basis of race, color, sex, religion, national origin, age, disability, or status as a service-disabled veteran;~~

~~c. conduct its contracting and purchasing programs in a manner to prevent any discrimination prohibited by state and federal laws; and~~

~~d. to implement programs and services through the Business Inclusion & Diversity (BID) programs and initiatives to foster more inclusion and diversity on City projects by:~~

~~1. Collaborating with various partners to host networking events to connect small businesses with prime contractors, project managers, and agency leaders to encourage the increased use of Micro/Small Business Enterprises (hereinafter "Micro/SBE") and Minority and Woman-owned Business Enterprises (hereinafter "M/WBE") on major projects and other procurement opportunities.~~

~~2. Providing specialized training on a continuing basis to enhance the skills of residents, entrepreneurs, and small, minority and disadvantaged business owners.~~

~~3. Presenting workshops, webinars, educational publications and technical training to help educate, connect, and position Micro/SBE and M/WBE to access opportunities in the City, across the Tri-County, throughout the State of Florida, and nationwide.~~

~~(b) *Equal business opportunity.*~~

~~(1) The City is committed to fostering an environment in which all businesses are free to participate in business opportunities without the impediments of discrimination and shall have equal access to participate in all City solicitations through an open and transparent procurement process.~~

[1]Proposed additions to existing City Code text are shown by underlining; proposed deletions from existing City Code text are shown by ~~strike through.~~

~~(Ord. No. 21-15, § 2(Exh. A), 4-21-21; Ord. No. 25-09, § 2(Exh. A), 5-7-25)~~

~~Sec. 11-2. Definitions.~~

~~*Affiliate* means any entity that is a parent or subsidiary of an entity or entities that meet eligibility criteria stated herein are permitted to participate in the programs established by this Act.~~

~~*Barriers* mean a tangible or intangible obstacle that prevents movement or access; anything that holds apart, separates, or hinders people from easily moving from one place to another; something preventing progress or achievement of aim.~~

~~*Bid* means a response to an invitation for bid solicitation.~~

~~*Bid Director* means the individual hired to develop the administrative policies and procedures to fully implement the provisions of the BID Program and Services.~~

~~*Bidder* means an individual or entity that submits a response to an invitation for bid solicitation.~~

~~*Business Enterprise* means a corporation, limited liability company, partnership, individual, sole proprietorship, joint stock company, joint venture, professional association, or any other legal entity authorized to do business in the State of Florida.~~

~~*Business Inclusion Diversity (BID)* means all programs and services developed pursuant to the requirements of this Act, as well as any administrative policies or procedures adopted for the BID pursuant to this Act.~~

~~*Certification* means a business enterprise that has successfully completed an application vetting process demonstrating that it meets the qualifications to be identified as certified under the applicable program.~~

~~*City* means City of Miramar.~~

~~*Commercially Useful Function* means that the certified firm has direct contractual responsibility for the execution of a distinct element of the work of a contract; is required to carry out its contractual responsibilities by providing, performing, managing, and supervising the work involved in that contract.~~

~~*Commodities* includes all purchases of physical items, including but not limited to equipment and materials, excluding land or a permanent interest in land.~~

~~*Construction* means the services provided for the construction, renovation, rehabilitation, repair, alteration, improvement, demolition, and excavation of physical structures, excluding the performance of routine maintenance.~~

~~*Contract* is a binding written agreement between two or more persons that is enforceable by law.~~

~~*Contract Compliance Review* means an analysis and evaluation to verify that a Contractor is meeting its contractual and program commitments.~~

~~*Contract Specific Goal* means the goal for the participation of Micro/SBE and/or M/WBEs on a specific project, which shall be based on the percentage availability of firms to perform the specific weighted project scopes of work, the City's utilization of MBEs and WBEs to date, the City's progress towards meeting the Annual Aspirational Goal, and other relevant factors.~~

~~*Contractor* is a person, firm, or legal entity with which the City has entered into a Contract. The term includes individuals, partnerships, corporations, limited liability companies or business entities that enter into a Contract for Service with a public agency and is acting on behalf of the City as provided under F.S. 119.011(2).~~

~~*County Business Enterprise (CBE)* means a firm certified by the Broward County Office of Economic and Small Business Development as a "County Business Enterprise" ("DBE") that has a Business Tax Receipt, is located in, and doing business in Broward County.~~

~~*Diversity* means the condition of having or being comprised of different types of and/or groups of people on City projects as it relates to this Act.~~

~~*Disparity study* refers to the 2016 Disparity Study the City commissioned to determine whether there was a compelling interest to establish a narrowly-tailored minority- and woman-owned business enterprise program.~~

~~*Economic Business and Development (EBD)* refers to efforts to promote and maximize commercial and economic diversity within, among, between all segments of the business population, regardless of race or gender, within the relevant marketplace.~~

~~*Good faith efforts* means efforts to achieve the M/WBE Contract Specific Goal which, by their scope, intensity, and appropriateness to the objective, can reasonably be expected to fulfill the program requirement.~~

~~*Inclusion* means moving beyond simple tolerance to embracing and celebrating the dimensions of diversity contained within each individual that works on City projects as it relates to this Act.~~

~~*Independently owned, managed, and operated* means ownership of a firm must be direct, independent, and by individuals only. Business firms that are owned by other businesses or by the principals or owners of other businesses that cannot themselves qualify under the eligibility requirements of these programs shall not be eligible to participate in the program. The day-to-day management of the firm must also be direct and independent of the influence of any other businesses that cannot themselves qualify under the eligibility requirements.~~

~~*Internal goal compliance and contracting reviews* means the formal review process of all potential vendors to determine compliance with established goals.~~

~~*Joint Venture* means a legal association of a Certified firm and one or more other firms to carry out a single, for-profit business enterprise, for which the parties combine their property, capital, efforts, skills and knowledge, and in which the Certified firm is responsible for a distinct, clearly defined portion of the work of the contract and whose share in the capital contribution, control, management, risks, and profits of the joint venture are commensurate with its ownership interest.~~

~~*Local Business* means a business as defined in Section 2-454(b) of the procurement code.~~

~~*Micro Business (Micro)* means either a sole proprietorship, independent contractors, self-employed individuals or firm that operates on a very small scale with no more than two employees.~~

~~*Minority Business Enterprise (MBE)* means an entity that has successfully completed the certification process of a certifying agency and has been conferred with a Minority-Owned status.~~

~~*Minority Ownership* means that for:~~

~~(1) *Sole Proprietorship* must be a minority person or woman for the purpose of the BID Act.~~

~~(2) *Partnership* means minority/woman individual's interest must include at least fifty-one (51%) of the ownership, profit/loss, voting control, and capital of the partnership.~~

~~(3) *Corporation* means minority/women must own at least fifty-one percent (51%) of all voting stock, issued by a corporation. No stock held in trust, or by any guardian for a minor, shall be considered held by the minority/woman individual, in determining ownership and control.~~

~~(4) *Limited Liability Company (LLC)* means minority/women must control the management and operations, as well as hold at least fifty-one (51%) of the company's ownership interest.~~

Minority Person means a lawful, permanent resident of Florida who is:

(1) "Black Americans," which includes persons having origins in any of the Black racial groups of Africa;

(2) "Hispanic Americans," which includes persons of Mexican, Puerto Rican, Cuban, Dominican, Central or South American, or other Spanish or Portuguese culture or origin, regardless of race;

(3) "Native Americans," which includes persons who are enrolled members of a federally or State recognized Indian tribe, Alaska Natives, or Native Hawaiians;

(4) "Asian-Pacific Americans," which includes persons whose origins are from Japan, China, Taiwan, Korea, Burma (Myanmar), Vietnam, Laos, Cambodia (Kampuchea), Thailand, Malaysia, Indonesia, the Philippines, Brunei, Samoa, Guam, the U.S. Trust Territories of the Pacific Islands (Republic of Palau), Republic of the Northern Marianas Islands, Samoa, Macao, Fiji, Tonga, Kirbati, Tuvalu, Nauru, Federated States of Micronesia, or Hong Kong;

(5) "Subcontinent Asian Americans," which includes persons whose origins are from India, Pakistan, Bangladesh, Bhutan, the Maldives Islands, Nepal or Sri Lanka.

Prime Contractor is a person, firm, or legal entity with which the City has entered into a contract to govern which contains and includes small business enterprises to work as subcontractors.

Professional Services are services that require the provider to possess specialized skills, including the holding of advanced degrees and exercise of independent judgement, e.g. accounting or legal services.

Race- and Gender-Neutral means a measure, policy or other action that is designed to benefit all firms without regard to the race or gender ownership of the firm.

Responsive and Responsible bidder means as defined in Section 2-418(g)(h) of the procurement code.

Small Business Enterprise (SBE) means a firm certified by the Broward County Office of Economic and Small Business Development as a "Small Business Enterprise" ("SBE") that has a Business Tax Receipt, is located in, and doing business in Broward County.

Small Purchases as defined by procurement (Subdivision B. Sec. 2-423 of Article XII, Division 3).

Subcontractor is a person, firm, or legal entity with which the Prime Contractor has entered into a contract work as a subcontractor.

Woman Business Enterprise (WBE) means an entity that has successfully completed the certification process of a certifying agency and has been conferred with a Woman-Owned status.

(Ord. No. 21-15, § 2(Exh. A), 4-21-21)

Sec. 11-3. Background.

(a) *Disparity study commissioned.*

(1) In August 2016, the City commissioned a Disparity Study to determine whether there was a compelling interest to establish a narrowly-tailored minority- and woman-owned business enterprise program.

(2) The Study was adopted by the City Commission on March 7, 2018.

(b) *City budget addition.*

(1) BID was first budgeted for Fiscal Year 2019 which started on October 1, 2018.

(2) BID was budgeted as a separate Program under the Office of the City Manager.

(3) The Business Diversity Officer position was created in Fiscal Year 2018 and included within the City Management Program under the Office of the City Manager.

(c) *Disparity study results and recommendations.*

(1) The Study found the ongoing effects of disparity in the broader relevant market adversely affect the City's utilization of ready, willing, and able minority- and woman-owned businesses in City construction and construction-related, professional services, and goods and services contracts.

(2) The Study provided the following anecdotal findings:

a. M/WBE firms earned less revenue than their non-M/WBE counterparts as a result of discrimination; and

b. Barriers exist that limit M/WBE firms from competing with large firms.

(3) The Study provided the following quantitative findings:

BUISNESS OWNERSHIP CLASSIFICATION	DOLLARS	PERCENT OF DOLLARS
Africans Americans	$4,604,257.16	2.71%
Asian Americans	$172,384.10	0.10%
Hispanic Americans	$4,821,615.01	2.84%
Native Americans	$0.00	0.00%
TOTAL MINORITY FIRMS	**$9,598,256.27**	**5.65%**
Nonminority Female Firms	**$3,016,773.40**	**1.78%**
TOTAL M/WBE FIRMS	**$12,615,029 .67**	**7.43%**
TOTAL NON- M/WBE FIRMS	$157,256,512 .30	92.57%
TOTAL FIRMS	$169,871,541 .97	100.00%

(4) The Study further concluded that solely race- and gender-neutral remedies are not likely to be sufficient to fully eliminate the effects of the identified forms of disparities. Therefore, a narrowly tailored combination of race-and gender-neutral and race and gender-conscious remedies are warranted.

(5) The Study found factual predicate evidence to establish remedies to address disparities identified in construction, construction-related professional services (including architecture and engineering), professional services, general services, and commodities contracts procured by the City.

(6) The Study provides numerous recommendations on how the City can increase minority participation in the City's procurement process. These include developing strategic programs and services to remedy discrimination, conducting outreach; monitoring; compliance; managing data; setting subcontractor project goals; and, expanding a local business enterprise program.

(7) As a result of the study's findings and recommendations, the City hired a Diversity Professional who first implemented BID as a race-neutral approach to remedy the discrimination identified by the Disparity Study.

(Ord. No. 21-15, § 2(Exh. A), 4-21-21)

Sec. 11-4. Overview.

(a) The primary goal of BID is to effectively administer anti-discrimination and equal opportunity programs and services to advance inclusion and diversity through the recommendation and measures identified in the Disparity Study.

(b) *General purpose.*

(1) The general purpose of the BID Act are as follows:

a. To uphold the highest standards of equal opportunity and non-discriminatory practices to all firms that desire to do business with the City.

b. To ensure that Micro/SBE and M/WBE firms have sufficient opportunities to meaningfully participate in the award of City contracts.

c. To ensure that the entities that meet the eligibility criteria stated herein are permitted to participate in the programs established by this Act.

d. To develop administrative policies and procedures to fully implement the provisions of this Act. However, to the extent that there is any conflict between the provisions of this Act and existing City procedures, or between the provisions of this Act and any provision of the City Procurement Code, the City procedures and the Procurement Code shall control.

(c) *Roles and responsibilities.*

(1) *The Mayor and City Commission shall:*

a. Provide oversight and make recommendations for program improvements and modifications.

b. Establish ordinances for the implementation of a program.

(2) *The City Manager shall:*

a. Determine the organization, structure and appropriate staffing of BID

b. Take all necessary and reasonable steps permissible by law to ensure full and equitable participation by Micro/SBEs and M/WBEs in the procurement of contracts for the City.

c. Establish and implement the BID Act as an operational ordinance of the City.

d. Establish and implement an internal/external communication plan for the BID Act.

e. Ensure this program and policy is communicated to City staff, management, and subcontractors and then implemented.

f. Appoint appropriate full-time staff/consultants and resources for program implementation and operations.

g. Ensure all levels of City staff are accountable for program implementation and compliance.

(3) *The City Attorney shall:*

a. Review the Micro/SBE and M/WBE Program, rules, and guidelines to ensure their compliance with federal, state, and local laws.

b. Review recommendations to reject a bid for non-compliance with Micro/SBE and M/WBE Program requirements and provisions.

c. Advise the City and Staff on legal issues related to the Micro/SBE and M/WBE Program, its implementation and administration.

d. Investigate alleged violations of anti-discrimination policies, and issue written statements following any determination of such investigation, stating the reasons therefore and any penalty to be imposed.

(4) *The BID Director shall:*

a. Oversee the daily administration of all components of BID.

b. Develop rules and guidelines to effectuate the purposes of BID.

c. Advise the City on Micro/SBE and M/WBE issues.

d. Consult with City departments on BID and Diversity Software implementation, administration, and reporting.

e. Develop and implement strategies to achieve the contract participation goals.

f. Revise policies and procedures to facilitate administration and fulfill BID objectives.

g. Provide quarterly and annual compliance reports to the City.

h. Monitor compliance with the BID Act requirements, goals and objectives.

i. Maintain and develop a database of certified firms.

j. Establish a Micro/SBE and M/WBE tracking and reporting system for program compliance.

k. Develop and implements outreach and assistance programs to promote equal City contracting opportunities.

(5) *The Department Directors/Managers shall:*

a. Promote Micro/SBE and M/WBE participation in the contracting and procurement activities of their departments.

b. Integrate Micro/SBE and M/WBE firms into the department's procurement practices and processes.

c. Ensure Micro/SBE and M/WBE data collection compliance within the department.

d. Monitor and report Micro/SBE and M/WBE participation as required by Policy.

e. Identify opportunities for Micro/SBE and M/WBE participation in all departmental product/service/commodity areas of spend, including small purchases and non-traditional areas of spend.

f. Review the expiration dates of all existing contracts with existing suppliers to find new opportunities for Micro/SBE and M/WBE firms.

(d) *Race-and gender-neutral initiatives.*

(1) Race- and gender-neutral initiatives shall include but not be limited to the following:

a. *Outreach, Business/Economic Development Training:*

1. Offer training to provide a better understanding of the government contracting processes.

2. Offer access to industry experts on business development, accessing capital, effective financial management, and business support services.

3. Develop and administer mentor/protégé initiatives designed for established firms to move them from bidding as a subcontractor to bidding as a Prime Contractor.

4. Identify and provide access to publicly available information technology related training, software and applications to assist Micro/SBEs and M/WBEs to increase their capacities.

b. *Non-discrimination assurances:*

1. A contractor shall not discriminate against any person in its operations, activities and shall affirmatively comply with all applicable provisions of federal, state and local equal employment laws and shall not engage in or commit any discriminatory practice against any person based on race, age, religion, color, gender, sexual orientation, national origin, marital status, physical or mental disability, political affiliation or any other unlawful factor.

2. The Contractor shall take all necessary and reasonable steps to ensure nondiscrimination in the award and administration of City contracts. The implementation of this Assurance Statement is a legal obligation and failure to carry out its terms shall be treated as a violation of this agreement. Upon notification to the Contractor of its failure to carry out its approved program, the City may impose sanctions.

3. Each contract signed with a contractor and each subcontract the Prime Contractor signs with a subcontractor shall include the Non-Discrimination Assurance as outlined above (See 1).

4. Contractor shall carry out applicable monitoring and compliance requirements of BID in the award and administration of City contracts. Failure by the Contractor to carry out these requirements is a material breach of this Contract, which may result in the termination of this contract or such other remedy as the City deems appropriate.

5. The City shall continue to develop programs and measures to ensure nondiscrimination in the award and administration of City contracts.

c. *Contract measures:*

1. Establishing schedules for submitting Bids with adequate time frames for identifying and contacting qualified Micro/SBEs and M/WBEs to participate in the procurement.

2. Arranging solicitation times for the presentation of Bids, specifications, and delivery schedule to facilitate the participation of interested Prime Contractors and Subcontractors.

3. Segmenting procurements to facilitate the participation of Micro/SBE and M/WBEs and other small businesses.

4. Providing timely information on Contracting procedures, bid preparation and specific contracting opportunities, including thorough an electronic system and social media.

5. Advertising solicitations with a sufficient period of time to allow Micro/SBEs and M/WBEs to submit Bids and non-certified bidders to solicit quotes from Micro/SBE and M/WBE subcontractors.

6. Hold pre-Bid and pre-Proposal conferences, where appropriate, to explain the project and to encourage Prime Contractors to use available qualified underutilized firms.

7. Reviewing retainage, bonding and insurance requirements to eliminate unnecessary barriers to contracting with the City.

8. Authorizing, where appropriate, mobilization payments to Prime Contractors and ensuring that Subcontractors receive their proportionate share of mobilization funds.

9. Adopting prompt payment procedures, including requiring by contract, that Prime Contractors promptly pay Subcontractors and investigating complaints or charges of excessive delay in payments.

10. Enforcing statutory and contractual prompt payment provisions.

11. At the discretion of the BID Director, in corporation with Purchasing, periodically entering into a procurement process without Contract Goals in order to determine Micro/SBE and M/WBE utilization without goals.

12. Collecting information from all Prime Contractors on City contracts detailing the bids received from all Subcontractors for City contracts and the expenditures to Subcontractors utilized by Prime Contractors on City contracts.

13. Referring complaints of discrimination against Micro/SBE and M/WBEs to the appropriate authority for investigation.

d. *Data collection and monitoring:*

1. The City will collect data on the efforts of each department to include Micro/SBE and M/WBEs in a procurement process.

2. The data will be used to benchmark the organization's progress and the information will reflect the impact inclusion can have on the bottom-line.

3. The data will also compile analytic insights to drive organizational change and eliminate systemic discriminatory practices.

e. *BID contractor database:*

1. The BID Director shall maintain a directory listing certified businesses. The listing shall include each entity's address, phone number, and the type(s) of work, including numeric industry code, the entity has been certified to perform as a CBE or SBE on a City contract. The directory shall be revised quarterly and shall be made available to contractors and the public upon request.

2. The City shall implement a digital contractor database where businesses can enter their information, qualifications, and proof of certifications for Prime Contractors to review and consider.

f. *Compliance, tracking, reporting data:*

1. Serve as a liaison or facilitator between the Prime Contractor and subconsultants.

2. Provide reporting, compliance, and assistance to Micro/SBE and M/WBE Prime Contractors identified by the Study to have had low participation on City contracts.

3. Seek to identify ready, willing and able certified minority firms.

4. Provide appropriate flexibility to Micro/SBE and M/WBE firms in establishing and providing contracting and consulting opportunities.

(e) *Race- and gender conscious initiatives.*

(1) Race- and gender-conscious initiatives shall include but not be limited to the following:

a. *Contract specific goals.* Contract specific goals shall be set based on:

1. the availability of Micro/SBE and M/WBE firms to perform the weighted scopes of work of the contract;

2. Any other relevant factors; and

3. Micro/SBE and M/WBE goals shall be set for those categories of firms that have experienced discrimination in the City as identified by the Study.

b. *State and federally funded contracts.* Notwithstanding anything contained herein to the contrary, the City will not set goals on any state or Federally funded Contract that is subject to state or Federal requirements for minority and women business utilization, including without limitation contracts subject to the United States Department of Transportation's Disadvantaged Business Enterprise Program.

c. *Compliance and enforcement:*

1. The failure to comply with any program regulation could result in formal enforcement action up to and including suspension or termination of financial assistance.

2. The City may also withhold from project reimbursement, deny project eligibility, or take other appropriate remedial action.

3. The City also affirms it will take enforcement action against any participant firm for false or fraudulent statements or activities. Such action could include but not be limited to suspension or debarment.

(Ord. No. 21-15, § 2(Exh. A), 4-21-21)

Sec. 11-5. Additional programs.

The BID Director may implement additional programs and services in order to continue to further advance the intended purpose of the BID Act.

(Ord. No. 21-15, § 2(Exh. A), 4-21-21)

Sec. 11-6. Program sunset.

Absent an extension by the City Commission, the race and gender conscious measures of BID, including the establishment of Micro/SBE and M/WBE goals, will expire on October 1, 2027. The City Commission will review the progress of BID inclusion data and contract goal performance measures to determine if the extension of race-conscious initiatives is warranted.

(Ord. No. 21-15, § 2(Exh. A), 4-21-21)

Secs. 11-7—11-25. Reserved.

Section 3: That the appropriate City officials are authorized to do all things necessary and expedient in order to carry out the aims of this Ordinance.

Section 4: That this Ordinance shall take effect immediately upon adoption.

PASSED FIRST READING: _____

PASSED AND ADOPTED ON SECOND READING: _____

_____
Mayor, Wayne M. Messam

_____
Vice Mayor, Carson "Eddy" Edwards

ATTEST:

_____
City Clerk, Denise A. Gibbs

I HEREBY CERTIFY that I have approved
this ORDINANCE as to form:

_____
City Attorney
Austin Pamies Norris Weeks Powell, PLLC

Requested by Administration	**Voted**
Commissioner Maxwell B. Chambers	_____
Commissioner Avril Cherasard	_____
Commissioner Yvette Colbourne	_____
Vice Mayor Carson "Eddy" Edwards	_____
Mayor Wayne M. Messam	_____